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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

HIGHLAND CAPITAL MANAGEMENT, L.P.,

Plaintiff,

vs.

HIGHLAND CAPITAL MANAGEMENT
SERVICES, INC.,

Defendant.

§
§ Chapter 11
§
§ Case No. 19-34054-sgj11
§
§
§
§
§ Adversary Proceeding No.
§
§ 21-03006-sgj
§
§
§
§
§

¹ The Debtor's last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

**DECLARATION OF JOHN A. MORRIS IN SUPPORT OF DEBTOR'S
OPPOSITION TO MOTION FOR LEAVE TO FILE AMENDED ANSWER**

I, John A. Morris, pursuant to 28 U.S.C. § 1746(a), under penalty of perjury, declare as follows:

1. I am an attorney in the law firm of Pachulski, Stang, Ziehl & Jones LLP, counsel to the above-referenced Debtor, and I submit this Declaration in support of the *Debtor's Opposition to Motion for Leave to File Amended Answer* (the "Opposition") being filed concurrently with this Declaration. I submit this Declaration based on my personal knowledge and review of the documents listed below.

2. Attached as **Exhibit 1** is a true and correct copy of the *Unanimous Consent of the Board of Directors of Highland Capital Management Services, Inc. in Lieu of an Organizational Meeting*.

3. Attached as **Exhibit 2** is a true and correct copy of *Highland Capital Management Services, Inc.'s Incumbency Certificate*, effective as of September 30, 2019.

4. Attached as **Exhibit 3** is a true and correct copy of Highland Capital Management Services, Inc.'s ("HCMS") First Demand Note, executed on March 28, 2018, in favor of the Debtor, as payee, in the original principal amount of \$150,000.

5. Attached as **Exhibit 4** is a true and correct copy of HCMS's Second Demand Note, executed on June 25, 2018, in favor of the Debtor, as payee, in the original principal amount of \$200,000.

6. Attached as **Exhibit 5** is a true and correct copy of HCMS's Third Demand Note, executed on May 29, 2019, in favor of the Debtor, as payee, in the original principal amount of \$400,000.

7. Attached as **Exhibit 6** is a true and correct copy of HCMS's Fourth Demand Note, executed on June 26, 2019, in favor of the Debtor, as payee, in the original principal amount of \$150,000.

8. Attached as **Exhibit 7** is a true and correct copy of the Demand Letter, dated December 3, 2020 for payment of the Demand Note Repayment Amount by December 11, 2020.

9. Attached as **Exhibit 8** is a true and correct copy of a Term Note, executed by HCMS on May 31, 2017, in favor of the Debtor, as payee, in the original principal amount of \$20,247,628.02.

10. Attached as **Exhibit 9** is a true and correct copy of the Second Demand Letter, dated January 7, 2021 for immediate payment under the Term Note.

11. Attached as **Exhibit 10** is a true and correct copy of the *Complaint for (I) Breach of Contract and (ii) Turnover of Property of the Debtor's Estate* [Docket No. 1].

12. Attached as **Exhibit 11** is a true and correct copy of *Highland Capital Management Services, Inc.'s Answer to Plaintiff's Complaint* [Docket No. 6].

13. Attached as **Exhibit 12** is a true and correct copy of Jim Dondero's *Original Answer* [Docket No. 6] filed in Adv. Proc. 21-3003 (the "**Dondero Proceeding**").

14. Attached as **Exhibit 13** is a true and correct copy of Jim Dondero's *Amended Answer* [Docket No. 16] filed in the Dondero Proceeding.

15. Attached as **Exhibit 14** is a true and correct copy of the E-mail chain regarding the Proposed Scheduling Orders for HCMS and HCRE.

16. Attached as **Exhibit 15** is a true and correct copy of the Transcript of the May 28, 2021 Deposition of James Dondero.

17. Attached as **Exhibit 16** is a true and correct copy of the Balance Sheet with respect to the Term Note.

Dated: June 1, 2021

/s/ John A. Morris
John A. Morris